

BYLAWS

JACKSONVILLE WOODLANDS ASSOCIATION, INC.

REVISED 2022

ARTICLE I – THE CORPORATION

- 1. Name.** The name of the corporation is “The Jacksonville Woodlands Association, Inc.” (Corporation) and this instrument is its Bylaws.
- 2. Location.** The Corporation’s place of business is Jacksonville, Jackson County, Oregon.
- 3. Purposes.** The purpose of the Corporation is set forth in its Articles of Incorporation and includes the following:
 - a.** Engage in cooperative actions with various public and private agencies and with private citizens to preserve the natural resources and acquire lands for preservation and for the benefit of the general public;
 - b.** Acquire and preserve scenic wooded hillsides and historic open spaces in and around the City of Jacksonville, Oregon, and other areas throughout Jackson County, Oregon, to preserve the scenic beauty, protect and enhance wild life, and protect and preserve the land and forests located therein; and
 - c.** Enter into inter-agency cooperative agreements to support the development, management, and/or maintenance of Jacksonville’s parks and open space lands surrounding and in the vicinity of the City of Jacksonville including the Jacksonville Woodlands and the Jacksonville Forest Park.
- 4. Operation.** The Corporation is and shall operate as a non-profit, public benefit corporation under applicable provisions of Oregon law and Section 501(c)(3) of the United States’ Internal Revenue Code. All monies collected, donated or solicited by and on behalf of the Corporation shall be spent for the Corporation’s purposes except for operating expenses incurred by the Corporation to carry out its purposes.

ARTICLE II – NONMEMBERSHIP

The Corporation shall have no members and be managed by its Board of Directors (Board) as provided herein.

ARTICLE III – BOARD OF DIRECTORS

1. Directors. The Corporation's government, the direction of its work and the control of its assets shall be vested in the Board of at least five (5), but not more than nine (9) persons (Directors). The Board shall determine the total number of Directors from time to time. The Development Director (Article IV, Section 5) shall not be an elected, voting member of the Board.

2. Terms. All terms of Directors shall be three (3) years from the date of election, unless sooner terminated. A Director may be reelected without limitation on the number of terms served.

3. Election. The current Board shall elect Directors nominated by a nominating committee of the President and two other Directors. Election shall be by majority vote of all current Directors. A Director shall not vote on that member's own position.

4. General Powers. The Corporation's powers are subject to the limitations imposed by Oregon law, the Internal Revenue Code, the Corporation's Articles of Incorporation and its By-laws. The Board may delegate authority or give general, limited, or special powers to its officers to conduct the Corporation's business. The Board may establish permanent, or ad-hoc, committees to perform general and special functions in support of the Corporation's purposes.

5. Quorum. Except as otherwise provided in these Bylaws, a majority of the Directors present at any meeting thereof shall constitute a quorum for the transaction of business and no right of proxy shall exist.

6. Board Meetings.

a. Regular. Regular meetings of the Board shall be held at least once each calendar quarter at places as determined by the Board. The Secretary shall give at least ten (10) days' notice of each quarterly meeting to all Directors.

b. Special. The President or any three (3) Directors may call a special Board meeting by giving at least five (5) days' notice to all Directors

c. Annual. The Annual Meeting shall be held with the first regular meeting of each calendar year at such place and time as determined by the Board. Notice of the Annual Meeting shall be provided as for regular.

d. Electronic. As determined by the Board, voting on issues may be by telephone, e-mail or other electronic means as permitted by and under the procedures of applicable Oregon law. The Secretary shall record the results of all electronic votes.

7. Removal; Vacancies. A majority of the Board shall have the power to:

- a. Remove any Director from the Board who detracts from its orderly operation and/or the Corporation or is absent without prior approval from three or more consecutive Board meetings; and
- b. Temporarily fill all vacancies on the Board to and until the next available meeting, with permanent replacement(s) elected under this Article III.

ARTICLE IV – OFFICERS

- 1. President.** The President shall preside at all meetings of the Board. The President shall perform such duties as general usage would indicate, and shall have such other powers as may be conferred by the Bylaws. With Board approval, the President shall appoint committees from the Board to perform various functions in furtherance of the Corporation's purposes.
- 2. Vice President.** The Vice-President, in the absence, resignation, disability or death of the President shall perform and be vested with all the duties and powers of the President and shall perform such other duties as may be requested by the President.
- 3. Secretary.** The Secretary shall:
 - a. Keep a record of the minutes of all regular, special and electronic meetings of the Board;
 - b. Keep the permanent records of the Corporation, including the current Articles of Incorporation, Bylaws, agreements, contracts and other official documents and communications; and
 - c. File all required forms, notices and information required by state and federal regulations for the Corporation.
- 4. Treasurer.** The Treasurer shall:
 - a. Keep and maintain, or cause to be kept and maintained, correct books and records of accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and retained earnings;
 - b. Deposit all monies, other funds and valuables, in the name and to the credit of the Corporation with such depositories as may be designated by the Board and disburse the funds of the corporation as authorized by the Board;
 - c. Provide the Board periodic financial reports of the Corporation.
 - d. Have such additional powers and duties as prescribed by the Board.

5. Development Director. The Development Director shall:

- a.** Have the general powers and duties specified by the Board for fundraising for the conduct of the Corporation's business and such other duties and powers prescribed by the Board;
- b.** Report to the Board through and/or attend Board meetings as required by the President; and
- c.** Be subject and accountable to and serve at the pleasure of the Board; and be appointed and/or removed by majority vote of all current serving Directors.

6. Officer Election/Appointment. Except for the Development Director, Officers shall be elected from the Directors for one-year terms at the Board's quarterly meeting preceding each annual meeting. When deemed in the Corporation's best interest, the Board may appoint a non-board member, possessing the requisite skills, as an interim Officer (except for President) for up to six months.

7. Other Officers. The Board may appoint other officers, agents or employees as it deems necessary for the conduct of the Corporation's business on such terms as the Board deems appropriate.

ARTICLE V – FINANCIAL MANAGEMENT

1. Fiscal Year. The Corporation shall operate on a fiscal year basis beginning January 1 and ending on December 31 of each calendar year

2. Board Approval. Expenditures of Corporation funds, except for normal operating expenses of One Thousand Dollars (\$1,000) or less, shall require approval of the Board.

3. Signature. Subject to the above approvals, the signature of one (1) current, duly elected and authorized Officer is required on all checks issued by the Corporation.

4. Use of Funds. No funds received by bequest or donation, or any other source, shall be diverted from the use to which they were assigned by the donor or testator unless such use is in conflict with the Corporation's purposes.

5. Exempt Activities. No Director, officer or agent of the Corporation shall take any action, or carry on any activity on behalf of the Corporation, not permitted an organization exempt under Section 501 c (3) of the Internal Revenue Code and its regulations as they now exist or may be amended or by an organization, contributions to which are de-

ductible under Section 170 c (2) of said code and its regulations as they exist now or may be amended.

6. Insurance. The Corporation shall maintain at all times a Commercial General Liability insurance policy in the minimum amount of One Million Dollars (\$1,000,000.00). The Corporation may also provide volunteers' accident and officers' and directors' liability insurance in amounts determined by the Board.

7. Compensation. No Director or any other Corporation officer shall receive any salary or other financial compensation for activities on behalf of the Corporation. However, actual expenses incurred acting on behalf of the Corporation may be reimbursed by majority vote of the Board. This section shall not be construed to prohibit the provision of insurance under Section 6 of this Article VI or any non-monetary award for recognition of services provided to the Association by an officer or other person; provided that the Board shall first approve such recognition.

ARTICLE VI – AMENDMENTS

1. Procedure. A bylaw committee of the President and (2) Directors shall first review any proposed amendment to the Bylaws. The committee shall submit any proposed amendments with its comments to the Board for its consideration and possible approval.

2. Approval. The Bylaws, or any portions thereof, may be amended by a majority vote of all current serving Directors at any regular or special Board meeting called for that purpose.

3. Effective. Unless otherwise specified therein, any amendment shall take effect upon its approval by the Board.

ARTICLE VII – GENERAL

1. Authorities. The By-Laws and any amendments thereto are adopted pursuant to the authority contained in the Corporation's Articles of Incorporation and as thereafter amended and applicable provisions of Oregon law.

2. Rules of Order. Roberts' Rules of Order shall serve as a guide, but shall not expressly govern, for the conduct of meetings of the Corporation membership, the Board of Directors and any committees or subcommittees thereof.

3. Board Powers. Subject to the restrictions herein, the Board, for and on behalf of the Corporation, shall have the power to sue, and be sued, buy, hold, sell, lease or mortgage both real and personal property, to incur debts, and to borrow money, giving a note of the Corporation signed by two or more officials duly authorized by the Board for that purpose together with such collateral as may be required. The Board of Directors may enter into contracts of any kind furthering the Corporation's purposes.

4. Notices. Any notices required to be given under the By-laws may be given by any of the following methods: by depositing in United States Postal Service, postage prepaid and addressed to current addresses contained in the most current Corporation membership list; special messenger; e-mail or other electronic means to such current addresses or any combination thereof.

5. Operating Procedures. The Board shall adopt and periodically review and revise suitable operating procedures for the conduct of the Corporation's business, including, but limited to the establishment, policies for and maintenance of special funds and the implementation of agreements, memorandums of understanding and other contracts in furtherance of the Corporations purposes.

6. Waiver of Notice. Whenever notice is required under the laws of the state of Oregon, or by provision of these Bylaws, a written waiver, signed by the person(s) entitled to such notice, shall be deemed the equivalent to giving such notice. The signed waiver may be enacted at any time prior to, during, or after the respective noticed event.

7. Severability. Should any article, section, or subsection of these Bylaws be found in non-compliance with any federal or state statute regulating non-profit organizations, the relevant article, section, or subsection will be deemed null and void without effect as to other articles, sections, or subsections of these Bylaws.

CERTIFICATE OF ADOPTION

The undersigned being the duly elected and serving Secretary of the Jacksonville Woodlands Association, Inc. (the "Corporation") hereby certify that the foregoing By-Laws were approved by the Corporation's Board of Directors at a meeting duly held on _____, 20__ by a vote of a majority of its then current members.

_____ Secretary